

EXHIBIT F

From: Beral, Arash
Sent: Tuesday, December 17, 2024 11:51 AM
To: Michael D. Murphy; Malynn, Todd M.
Cc: Kenneth Hsu
Subject: RE: Shakey's Pizza Asia Ventures, Inc. v. PCJV USA, LLC et al., Case No. 2:24-cv-04546-SB-AGR

Mike:

My dad died last month, and I still responded to you in writing or on the phone multiple times; so did Todd. Your "record" is just wrong.

You know that PCJV's franchise lawyers have submitted applications to state regulators to change names; we've told you that multiple times. You know that landlord approvals are necessary to change names, menus, signs, etc.; we've told you that too. What questions regarding these issues have you ever asked? I don't recall any. If there are any and if I missed them, let me know please but your email below concedes that you haven't asked any ("You are correct we have not asked about rebranding, as that has nothing to do with the Injunction.") Ask any questions you wish, and I will address them. If you don't want to trust what I'm telling you, then take some depositions. Do discovery. I have told you multiple times now that this effort at changing names **will** be done.

Finally, I don't appreciate you accusing me of playing a "game" or making a "false statement" or "misleading the Court." You want to falsely impugn and challenge me at every turn. You know it's untrue and you are better than this.

Best,

Arash

Arash Beral | BLANKROME

2029 Century Park East | Los Angeles, CA 90067

[Arash Beral](#) | [Blank Rome LLP](#)

From: Michael D. Murphy <mmurphy@ecjlaw.com>
Sent: Tuesday, December 17, 2024 11:20 AM
To: Beral, Arash <arash.beral@blankrome.com>; Malynn, Todd M. <Todd.Malynn@BlankRome.com>
Cc: Kenneth Hsu <khsu@ecjlaw.com>
Subject: RE: Shakey's Pizza Asia Ventures, Inc. v. PCJV USA, LLC et al., Case No. 2:24-cv-04546-SB-AGR

Arash:

Your email I am responding to is an obvious, and unsuccessful, attempt to manufacture a record, based on word games and false facts, that contradict the record, the orders, and the law.

Specifically, you state that "Defendants have stopped all use of the Potato Corner name and marks in their control," and yet, we have asked you for a month, in various different ways to specify this cessation of use, and you ignore our emails and decline to respond. For example, we have asked you to identify every act of compliance that is impossible (we began asking this on Nov. 21 and you have never responded). We asked you the other day the converse – to specify every act of compliance, every ceased use – and you refused to answer. We have told you

repeatedly for nearly a month that we construe your silence to these questions as admissions that there are no acts of injunction compliance that are impossible, and the violations are without justification.

You continue this game of claiming compliance, diligence, and impossibility, while refusing to provide specifics. You then say “[y]ou know well that Defendants have stopped all use of the Potato Corner name and marks in their control,” but I ask, how would I know this and where is it documented? This false statement implying some knowledge by me is an attempt to mislead the Court. It is you that have refused to specify what has been done to comply because you know that the injunction is being violated at every turn.

So, let me recap where we stand, to confirm we have established a violation of the November 14, 2024 Injunction, and that you failed to establish any affirmative defense to contempt.

First, the injunction states: “[d]uring the pendency of this action and until further order of the Court, Defendants Guy Koren, PCJV USA, LLC, and PCI Trading, LLC, along with their agents, officers, employees, attorneys, and all persons who are in active concert or participation with them, including but not limited to franchisees of the “Potato Corner” brand in the United States that do not have authorization or a license from SPAVI permitting their use of the Potato Corner marks, **are enjoined from directly or indirectly using, advertising, marketing, promoting, or distributing**” the three marks identified in that Order (the words “Potato Corner,” “Spudster,” and the “World’s Best” tagline). The injunction says nothing about rebranding, or that the cessation of ongoing trademark infringement is acceptable so long as your client is market testing and seeking regulatory and landlord approval for a rebrand.

Second, you, Mr. Koren, and the franchisees each admit that they have not ceased any single use, directly or indirectly, of the three marks, including “advertising, marketing, promoting, or distributing,” except for taking down the website and the social media pages. The entire PCJV operation and its franchisees continue to have menus on the walls, impermissible marks on cups, plates, signs, uniforms, etc. Each of these (each cup, each uniform, each sign) constitutes an independent failure to cease using the Marks as required by the injunction.

Third, given the above, there are undisputed violations of the injunction – in fact, a wholesale failure to comply. The only question now is what your defenses are. You raised the defense of impossibility – claiming your clients have done all they can do, acting as diligently as possible, and all other acts required to comply are impossible unless some third party does something or takes such action. This is an affirmative defense you must prove, and we have given you every opportunity to do so. We asked repeatedly, over the last month, to specify each instance of impossibility so we can evaluate whether the undisputed noncompliance is a contempt, and you have declined. This is a confirmation that there is no act of compliance by your clients or the franchisees that is impossible. You have offered no other defense other than word games, and, as such, contempt is confirmed.

Fourth, and again, your email claims we have not asked about your client’s compliance. The above three points confirm you are making a false statement. You are correct we have not asked about rebranding, as that has nothing to do with the Injunction. Our client, and the Court, does not care if you rebrand, and the injunction says nothing about rebranding or that rebranding is a condition precedent to compliance with the injunction. We care that your clients continue to use the marks despite being ordered to stop. The word games that you are playing with a subsequent order take a few words out of context to suggest that the injunction was modified. It was not.

We will be filing a contempt motion. We will also be responding to the Rule 12 questions today. It has been less than two business days since our meet and confer, and you refused to provide authorities for your positions.

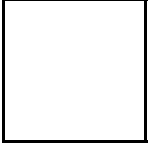
Best,

Michael D. Murphy

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From: Beral, Arash <arash.beral@blankrome.com>
Sent: Tuesday, December 17, 2024 10:36 AM
To: Michael D. Murphy <mmurphy@ecjlaw.com>; Malynn, Todd M. <Todd.Malynn@BlankRome.com>
Cc: Kenneth Hsu <khsu@ecjlaw.com>
Subject: RE: Shakey's Pizza Asia Ventures, Inc. v. PCJV USA, LLC et al., Case No. 2:24-cv-04546-SB-AGR

Good morning, Mike.

Hope you had a pleasant weekend. I'm hopeful that we could get on the same page.

As we said, our clients have acted diligently and in good faith to change names and, therefore, are not in contempt; they are in compliance. We asked you to provide us any evidence (or even argument or authorities) to the contrary, and you did not provide us anything. You and we were ordered to meet and confer and, thus far, all you have done is accused our clients of being in contempt from day one. What was the point of the Court asking us to meet and confer if your position is simply going to be: "You were in contempt from day one."

Beyond that, you did not inform us of what your basis is, if any, for claiming that our clients have not acted diligently and in good faith (if that is indeed what your claim is). You did not ask us any questions about our clients' efforts at changing names. You did not have any comment after we told you that applications are with state regulators, which should be approved any day now as best we understand it. **Then, on Saturday, you sent the below email where you say you "will respond separately" to our questions about the FAC and motions, but you never did.** (I bolded that sentence so that it could hopefully act as a reminder to get back to us as our response to the FAC is due in 3 days and we still don't know, for example, whether your trade secret claim is based on CUTSA or the DTSA.) Then you ask questions that were already addressed in our November 20 filings. You know well that Defendants have stopped all use of the Potato Corner name and marks in their control (and no, that's not limited to only a website and social media as you say below); you have the November 20 filings which tell you what was done through then and there's plenty that has been done since then. Our clients and their franchise lawyers have been fast-tracking (some working nights and weekends) on this name change and all the details that go along with it, and rest assured that it **will** get done.

Best,

Arash

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From: Michael D. Murphy <mmurphy@ecjlaw.com>

Sent: Saturday, December 14, 2024 6:52 PM

To: Beral, Arash <arash.beral@blankrome.com>; Malynn, Todd M. <Todd.Malynn@BlankRome.com>

Cc: Kenneth Hsu <khsu@ecjlaw.com>

Subject: RE: Shakey's Pizza Asia Ventures, Inc. v. PCJV USA, LLC et al., Case No. 2:24-cv-04546-SB-AGR

Arash:

Thank you for meeting and conferring with us yesterday. We will respond separately regarding Defendants' meet and confer as to the First Amended Complaint, as well as your questions re timing of motions.

In the meantime, we wanted to follow up once more regarding our planned Motion for an OSC re Contempt, with the following .

Other than taking down the potatocornerusa.com site and social media pages, have Koren, PCJV, PCIT, any of Koren's stores, or any of the other franchisees ceased any use, advertising, marketing, promotion, or distribution of any Potato Corner trademarks since issuance of the Injunction Order (Dkt. 56) on November 14, 2024? If so, please identify each such use, who ceased that use, and on what date that use ceased.

This is a simple question that can be promptly responded to, particularly given your claim during our meet and confer yesterday that your clients and all franchisees are in full compliance with the Injunction.

Have a nice weekend.

Michael D. Murphy

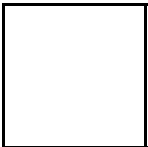
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From: Kenneth Hsu <khsu@ecjlaw.com>

Sent: Wednesday, December 4, 2024 2:13 PM

To: Beral, Arash <arash.beral@blankrome.com>; Malynn, Todd M. <Todd.Malynn@BlankRome.com>

Cc: Michael D. Murphy <mmurphy@ecjlaw.com>

Subject: RE: Shakey's Pizza Asia Ventures, Inc. v. PCJV USA, LLC et al., Case No. 2:24-cv-04546-SB-AGR

Arash, Todd,

As you know, our firm has now stipulated to the extension of time that Arash requested below in response to my original emails regarding Defendants' compliance with the Injunction Order. Please immediately provide responses and answers to the requests listed in my original email below sent on November 21st. Those requests were explicitly sent in furtherance of our meeting and conferring regarding a potential application for an OSC Re: Civil Contempt.

Thank you,
Kenny

Kenneth P. Hsu, Esq.

Partner

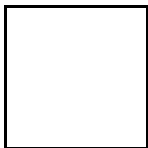
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From: Beral, Arash <arash.beral@blankrome.com>

Sent: Tuesday, November 26, 2024 11:16 AM

To: Michael D. Murphy <mmurphy@ecjlaw.com>

Cc: Kenneth Hsu <khsu@ecjlaw.com>

Subject: RE: Shakey's Pizza Asia Ventures, Inc. v. PCJV USA, LLC et al., Case No. 2:24-cv-04546-SB-AGR

Thank you. Ideally, if you can give me 2 weeks til 12/20, I'd appreciate it.

I am catching up on emails and matters, although I really shouldn't be working this week. You can still go through me. I'm watching my inbox.

I assume by urgent stuff, you are talking about injunction compliance. I've already sent an email earlier this morning to get the latest information from the clients re: where things stand.

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From: Michael D. Murphy <mmurphy@ecjlaw.com>

Sent: Tuesday, November 26, 2024 11:03 AM

To: Beral, Arash <arash.beral@blankrome.com>

Cc: Kenneth Hsu <khsu@ecjlaw.com>

Subject: RE: Shakey's Pizza Asia Ventures, Inc. v. PCJV USA, LLC et al., Case No. 2:24-cv-04546-SB-AGR

Arash:

Of course. The deadline to respond to the FAC is currently December 6, 2024. What makes sense to you? We can draft a stip and send it to you.

We are mindful of what you are going through. So that we do not disturb you while you are dealing with grief and everything else that comes along with this, I assume we direct the more urgent stuff that has to be addressed today or tomorrow and next week to Todd?

Mike

Michael D. Murphy

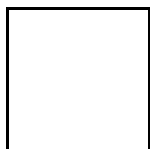
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From: Beral, Arash <arash.beral@blankrome.com>

Sent: Tuesday, November 26, 2024 10:43 AM

To: Michael D. Murphy <mmurphy@ecjlaw.com>

Cc: Kenneth Hsu <khsu@ecjlaw.com>

Subject: RE: Shakey's Pizza Asia Ventures, Inc. v. PCJV USA, LLC et al., Case No. 2:24-cv-04546-SB-AGR

Thank you. Will you please agree to extend our deadline to respond to the FAC? I haven't even looked at it yet.

Arash Beral | BLANKROME

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From: Michael D. Murphy <mmurphy@ecjlaw.com>

Sent: Monday, November 25, 2024 10:29 PM

To: Beral, Arash <arash.beral@blankrome.com>

Cc: Kenneth Hsu <khsu@ecjlaw.com>

Subject: RE: Shakey's Pizza Asia Ventures, Inc. v. PCJV USA, LLC et al., Case No. 2:24-cv-04546-SB-AGR

Arash:

You must be heartbroken. I am so sorry. Thinking of you, my friend.

Mike

Michael D. Murphy

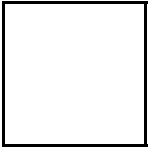
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From: Beral, Arash <arash.beral@blankrome.com>

Sent: Monday, November 25, 2024 9:08 PM

To: Kenneth Hsu <khsu@ecjlaw.com>

Cc: Michael D. Murphy <mmurphy@ecjlaw.com>

Subject: Re: Shakey's Pizza Asia Ventures, Inc. v. PCJV USA, LLC et al., Case No. 2:24-cv-04546-SB-AGR

My father passed away on Friday.

On Nov 25, 2024, at 4:35 PM, Kenneth Hsu <khsu@ecjlaw.com> wrote:

Arash,

I am following up on our recent meeting and conferring regarding a potential Ex Parte Application for an OSC Re: Civil Contempt and my below email, to which we have not received a response. Again, please immediately advise as to Defendants' response regarding the below.

Thank you,
Kenny

Kenneth P. Hsu, Esq.

Partner

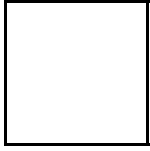
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From: Kenneth Hsu

Sent: Thursday, November 21, 2024 11:05 PM

To: Beral, Arash <arash.beral@blankrome.com>

Cc: Michael D. Murphy <mmurphy@ecjlaw.com>

Subject: Shakey's Pizza Asia Ventures, Inc. v. PCJV USA, LLC et al., Case No. 2:24-cv-04546-SB-AGR

Arash,

It has now been seven (7) days since the Injunction Order was entered, effective immediately. Each of the Potato Corner stores around the country remain open for business. Potato Corner signs are up, menus are posted, and food is being served. This is unacceptable.

In its Order Re Ex Parte Application for Reconsideration or Modification entered last night (Dkt. 61), the Court stated that Defendants can escape contempt if they could show that complying with the Injunction Order – *i.e.*, PCJV, PCIT, Koren, and any of their franchisees or stores ceasing use of any of the trademarks identified in the order (the “PC Trademarks”) – “more quickly was ***impossible*** because of constraints outside their control.” In light of the order and our recent meeting and conferring regarding a potential Ex Parte Application for an OSC Re: Civil Contempt, SPAVI again requests that Defendants specifically identify and describe the following **by no later than 5 p.m. tomorrow, November 22, 2024**:

As to the Defendants and any stores owned or operated by any of the Defendants:

1. Please specify each action Defendants have taken to comply with the Injunction Order thus far, including by describing requests or applications submitted to landlords and/or regulatory authorities and identifying the dates on which these requests or applications were made;
2. Please specify each and every use of the PC Trademarks by the Defendants or any stores owned or operated by any of the Defendants that cannot be ceased immediately as a result of “constraints outside their control,” and describe what those constraints are.
3. As to each of the constraints described above, please specify all actions taken by Defendants or any stores owned or operated by any of the Defendants to remove each of the “constraints outside their control.”
4. Please specify all actions, including by identifying the date of each action, taken by any of the Defendants to secure compliance by each of the third-party franchisees of PCJV (*i.e.*, franchisees not owned or controlled by any Defendant) operating Potato Corner stores.

In addition, as discussed, the Injunction Order expressly applies to “franchisees of the ‘Potato Corner’ brand in the United States that do not have authorization or a license from SPAVI permitting their use of the Potato Corner marks.” SPAVI requests that the following information as to these third-party franchisees of PCJV (*i.e.*, not owned or controlled by any Defendant) operating Potato Corner stores be provided also **by no later than 5 p.m. tomorrow, November 22, 2024**:

1. Please identify the date on which any Defendant first advised each of the third-party franchisees that it must immediately cease further use of the PC Trademarks.
2. Please identify each of these third-party franchisees (by store location, owner of record, name and phone number of each natural person acting on behalf of the owner who reports to PCJV pursuant to its franchise agreement) that has ceased operations and is in full compliance with the Injunction Order, if any.
3. For those third-party franchisees that have not ceased operations or are not in full compliance with the Injunction Order, please specify (1) what uses of the PC Trademarks have not ceased; (2) why those uses have not ceased; (3) what steps have been taken to ensure that any barriers to compliance are removed; and (4) each of those third-party franchisees by store location, owner of record, name and phone number of each natural person acting on behalf of the owner who reports to PCJV pursuant to its franchise agreement.
4. Have there been any video conferences or teleconferences with any individual third-party franchisee or any groups or all of third-party franchisees? If so, are there recordings or notes from those meetings? If not, please summarize what was said at those video or teleconference meetings, and on what dates.

We look forward to your response.

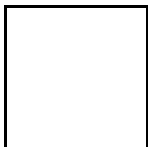
Thank you,
Kenny

Kenneth P. Hsu, Esq.
Partner

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